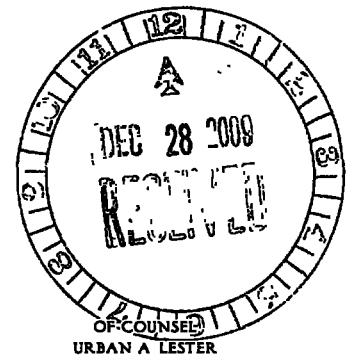


ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com



December 23, 2009

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S W.
Washington, D.C. 20423

RECORDATION NO. 28145 FILED

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

Master Service Contract 8-6304, Rider 26

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor:	American Railcar Leasing LLC 620 North Second Street St. Charles, Missouri 63301
[Lessee:	Canexus Chemicals Canada LP 801 7 Ave. SW Calgary AB T2P 3P7 Canada]

Section Chief
December 23, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

99 railcars within the series SHPX 207523 - SHPX 207849 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MEMORANDUM OF LEASE

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC and Shippers Third LLC, all with respect to Canexus Chemicals Canada LP, an Alberta, Canada Limited Partnership, ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract ~~Q~~-6304, rider 26, dated as of 9/29/05 (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX.

RECORDATION NO. 28145 FILED

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By:

~~Name:~~ Brian Evdo

Title: VP – Business Development

STATE OF MISSOURI

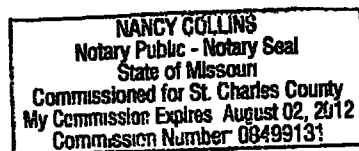
)

SS.:

COUNTY OF ST. CHARLES

)

On this 21st day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Nancy Collins
Notary Public

My commission expires on 8/2/2012

Schedule A

Equipment

Canexus Chemicals Canada LP

Contract 8-6304 rider 26

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207523
	Tank	SHPX	207524
	Tank	SHPX	207525
	Tank	SHPX	207526
	Tank	SHPX	207527
	Tank	SHPX	207528
	Tank	SHPX	207529
	Tank	SHPX	207530
	Tank	SHPX	207531
	Tank	SHPX	207532
	Tank	SHPX	207533
	Tank	SHPX	207534
	Tank	SHPX	207535
	Tank	SHPX	207536
	Tank	SHPX	207537
	Tank	SHPX	207538
	Tank	SHPX	207539
	Tank	SHPX	207540
	Tank	SHPX	207541
	Tank	SHPX	207542
	Tank	SHPX	207543
	Tank	SHPX	207544
	Tank	SHPX	207545
	Tank	SHPX	207546
	Tank	SHPX	207547
	Tank	SHPX	207548
	Tank	SHPX	207549
	Tank	SHPX	207550
	Tank	SHPX	207551
	Tank	SHPX	207552
	Tank	SHPX	207553
	Tank	SHPX	207554
	Tank	SHPX	207555

Schedule A

Equipment

Canexus Chemicals Canada LP

Contract 8-6304 rider 26

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207556
	Tank	SHPX	207557
	Tank	SHPX	207558
	Tank	SHPX	207559
	Tank	SHPX	207560
	Tank	SHPX	207561
	Tank	SHPX	207562
	Tank	SHPX	207563
	Tank	SHPX	207564
	Tank	SHPX	207565
	Tank	SHPX	207566
	Tank	SHPX	207567
	Tank	SHPX	207568
	Tank	SHPX	207569
	Tank	SHPX	207570
	Tank	SHPX	207571
	Tank	SHPX	207572
	Tank	SHPX	207573
	Tank	SHPX	207574
	Tank	SHPX	207575
	Tank	SHPX	207576
	Tank	SHPX	207577
	Tank	SHPX	207578
	Tank	SHPX	207579
	Tank	SHPX	207580
	Tank	SHPX	207581
	Tank	SHPX	207582
	Tank	SHPX	207583
	Tank	SHPX	207584
	Tank	SHPX	207585
	Tank	SHPX	207586
	Tank	SHPX	207587
	Tank	SHPX	207588

Schedule A

Equipment

Canexus Chemicals Canada LP

Contract 8-6304 rider 26

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	207589
	Tank	SHPX	207590
	Tank	SHPX	207591
	Tank	SHPX	207592
	Tank	SHPX	207593
	Tank	SHPX	207594
	Tank	SHPX	207595
	Tank	SHPX	207596
	Tank	SHPX	207597
	Tank	SHPX	207826
	Tank	SHPX	207827
	Tank	SHPX	207828
	Tank	SHPX	207829
	Tank	SHPX	207830
	Tank	SHPX	207831
	Tank	SHPX	207832
	Tank	SHPX	207833
	Tank	SHPX	207834
	Tank	SHPX	207835
	Tank	SHPX	207836
	Tank	SHPX	207837
	Tank	SHPX	207838
	Tank	SHPX	207839
	Tank	SHPX	207840
	Tank	SHPX	207841
	Tank	SHPX	207842
	Tank	SHPX	207843
	Tank	SHPX	207844
	Tank	SHPX	207845
	Tank	SHPX	207846
	Tank	SHPX	207847
	Tank	SHPX	207848

Schedule A

Equipment

Canexus Chemicals Canada LP

Contract 8-6304 nder 26

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
99	Tank	SHPX	207849

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated 12/23/09



Robert W Alvord